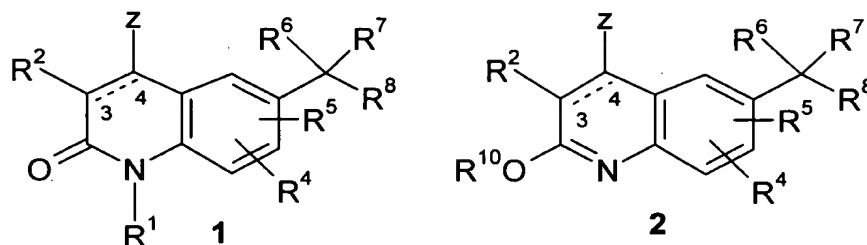


What is claimed is:

1. A compound of the formula 1 or 2:



or a pharmaceutically acceptable salt, solvate or prodrug thereof wherein:

- 5 the dashed lines in formulas 1 and 2 indicate an optional second bond connecting C-3 and C-4 of the quinolin-2-one rings;

Z is an aromatic 4 to 10 membered heterocyclic group, substituted with 1 to 4  $R^3$  substituents;

- 10  $R^1$  is selected from H,  $C_1$ - $C_{10}$  alkyl,  $-(CR^{11}R^{12})_qC(O)R^{10}$ ,  $-(CR^{11}R^{12})_qC(O)OR^9$ ,  $-(CR^{11}R^{12})_qOR^{10}$ ,  $-(CR^{11}R^{12})_qC(R^{11})(R^{12})SO_2R^9$ ,  $-(CR^{11}R^{12})_t(C_3$ - $C_{10}$  cycloalkyl),  $-(CR^{11}R^{12})_t(C_6$ - $C_{10}$  aryl), and  $-(CR^{11}R^{12})_t(4$  to 10 membered heterocyclic), wherein each t is independently an integer from 0 to 5 and each q is independently an integer from 1 to 5; said cycloalkyl, aryl and heterocyclic  $R^1$  groups are optionally fused to a  $C_6$ - $C_{10}$  aryl group, a  $C_5$ - $C_8$  saturated cyclic group, or a 4 to 10 membered heterocyclic group; and the foregoing  $R^1$  groups, except H but  
15 including any optional fused rings referred to above, are optionally substituted with 1 to 4  $R^3$  groups;

$R^2$  is halo, cyano,  $-C(O)OR^{10}$ , or a group selected from the substituents provided in the definition of  $R^{10}$ ;

- 20 each  $R^3$ ,  $R^4$  and  $R^5$  is independently selected from H,  $R^{10}$ ,  $C_2$ - $C_{10}$  alkenyl,  $C_2$ - $C_{10}$  alkynyl, halo, cyano, nitro, trifluoromethyl, trifluoromethoxy, azido,  $-OR^{10}$ ,  $-C(O)R^{10}$ ,  $-C(O)OR^{10}$ ,  $-NR^{11}C(O)OR^{10}$ ,  $-OC(O)R^{10}$ ,  $-NR^{11}SO_2R^{10}$ ,  $-SO_2NR^{10}R^{11}$ ,  $-NR^{11}C(O)R^{10}$ ,  $-C(O)NR^{10}R^{11}$ ,  $-NR^{10}R^{11}$ ,  $-CH=NOR^{10}$ ,  $-S(O)_jR^{10}$ ,  $-(CR^{11}R^{12})_tC\equiv CR^{10}$ , and  $-(CR^{11}R^{12})_tC\equiv CR^{13}$ , wherein each t is independently an integer from 0 to 5 and each j is independently an integer from 0 to 2; said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, and heterocyclic moieties of the  
25 foregoing  $R^3$ ,  $R^4$ , and  $R^5$  groups are optionally substituted by 1 to 3 substituents independently selected from halo, cyano, nitro, trifluoromethyl, trifluoromethoxy, azido,  $-NR^{11}SO_2(C_1$ - $C_6$  alkyl),  $-SO_2NR^{11}R^{12}$ ,  $-C(O)R^{10}$ ,  $-C(O)OR^{10}$ ,  $-OC(O)R^{10}$ ,  $-NR^{11}C(O)OR^{10}$ ,  $-NR^{11}C(O)R^{10}$ ,  $-C(O)NR^{11}R^{12}$ ,  $-NR^{11}R^{12}$ , hydroxy,  $C_1$ - $C_6$  alkoxy,  $C_1$ - $C_{10}$  alkyl,  $C_2$ - $C_{10}$  alkenyl,  $C_2$ - $C_{10}$  alkynyl,  $-(CR^{11}R^{12})_t(C_6$ - $C_{10}$  aryl),  $-(CR^{11}R^{12})_t(C_3$ - $C_{10}$  cycloalkyl), and  $-(CR^{11}R^{12})_t(4$  to 10 membered  
30 heterocyclic), wherein each t is independently an integer from 0 to 5;

$R^6$  is H, cyano,  $-(CR^{11}R^{12})_t$  (4 to 10 membered heterocyclic) wherein  $t$  is an integer from 0 to 5,  $-OR^{10}$ ,  $-OC(O)R^{10}$ ,  $-NR^{10}R^{11}$ ,  $-NR^{11}C(O)H$ ,  $-C(O)OR^{10}$ , or  $-SR^{10}$ , wherein heterocyclic groups of said  $R^6$  groups are optionally substituted by 1 to 4  $R^3$  groups;

$R^7$  is  $-(CR^{11}R^{12})_t$  (imidazolyl) or  $-(CR^{11}R^{12})_t$  (pyridinyl), wherein each  $t$  is an integer from 0 to 5 and said imidazolyl and pyridinyl moieties are optionally substituted by up to 2  $R^3$  substituents;

$R^8$  is phenyl or an aromatic 4 to 10 membered heterocyclic group, and said  $R^8$  group is optionally substituted by 1 to 4  $R^3$  substituents;

each  $R^{10}$  is independently selected from H,  $C_1$ - $C_{10}$  alkyl,  $-(CR^{11}R^{12})_t$  ( $C_3$ - $C_{10}$  cycloalkyl),  $-(CR^{11}R^{12})_t$  ( $C_6$ - $C_{10}$  aryl), and  $-(CR^{11}R^{12})_t$  (4 to 10 membered heterocyclic); wherein each  $t$  is independently an integer from 0 to 5 and said cycloalkyl, aryl and heterocyclic  $R^{10}$  groups are optionally fused to a  $C_6$ - $C_{10}$  aryl group, a  $C_5$ - $C_8$  saturated cyclic group, or a 4 to 10 membered heterocyclic group; and the foregoing  $R^{10}$  substituents, except H but including any optional fused rings, are optionally substituted by 1 to 3 substituents independently selected from halo, cyano, nitro, trifluoromethyl, trifluoromethoxy, azido,  $-C(O)R^{11}$ ,  $-C(O)OR^{11}$ ,  $-OC(O)R^{11}$ ,  $-NR^{11}C(O)R^{12}$ ,  $-C(O)NR^{11}R^{12}$ ,  $-NR^{11}R^{12}$ , hydroxy,  $C_1$ - $C_6$  alkyl, and  $C_1$ - $C_6$  alkoxy;

each  $R^{11}$  and  $R^{12}$  is independently H or  $C_1$ - $C_6$  alkyl, and where  $R^{11}$  and  $R^{12}$  are as  $-(CR^{11}R^{12})_q$  or  $-(CR^{11}R^{12})_t$  each is independently defined for each iteration of  $q$  or  $t$  in excess of 1;

$R^{13}$  is selected from the list of substituents provided in the definition of  $R^{10}$  and  $-SiR^{14}R^{15}R^{16}$ ; and,

$R^{14}$ ,  $R^{15}$  and  $R^{16}$  are each independently selected from the substituents provided in the definition of  $R^{10}$  except at least one of  $R^{14}$ ,  $R^{15}$  and  $R^{16}$  is not H.

2. A compound according to claim 1 wherein said compound is a compound of formula 1, Z is a pyridine or a thiophene group, including pyridine or thiophene groups substituted with from 1 to 4  $R^3$  substituents;  $R^1$  is H,  $C_1$ - $C_6$  alkyl, or cyclopropylmethyl;  $R^2$  is H; and  $R^6$  is  $-NR^{10}R^{11}$ ,  $-OR^{10}$ , or a heterocyclic group selected from triazolyl, imidazolyl, pyrazolyl, and piperidinyl, wherein said heterocyclic group is optionally substituted by an  $R^3$  group.

3. A compound according to claim 1 wherein said compound is a compound of formula 1,  $R^7$  is imidazolyl optionally substituted by  $C_1$ - $C_6$  alkyl;  $R^5$  is hydroxy, amino, or triazolyl;  $R^8$  is phenyl substituted by 1 to 2  $R^3$  groups; and  $R^4$ , and  $R^5$  are each independently selected from H and halo.

4. A compound according to claim 1 wherein said compound is a compound of formula 1,  $R^1$  is  $-(CR^{11}R^{12})_t$  ( $C_3$ - $C_{10}$  cycloalkyl) wherein  $t$  is an integer from 0 to 3;  $R^2$  is H; and

$R^6$  is  $-NR^{10}R^{11}$ ,  $-OR^{10}$ , or a heterocyclic group selected from triazolyl, imidazolyl, pyrazolyl, and piperidinyl, wherein said heterocyclic group is optionally substituted by an  $R^3$  group.

5. A compound according to claim 1 wherein  $R^7$  is imidazolyl optionally substituted by  $C_1$ - $C_6$  alkyl;  $R^6$  is hydroxy, amino, or triazolyl.

5 6. A compound according to claim 1 wherein said compound is a compound of formula 2, Z is a pyridine or a thiophene group, including pyridine or thiophene groups substituted with from 1 to 4  $R^3$  substituents;  $R^2$  is H;  $R^6$  is  $-NR^{10}R^{11}$ ,  $-OR^{10}$  or triazolyl.

7. A compound according to claim 1 wherein said compound is a compound of formula 2,  $R^7$  is imidazolyl optionally substituted by  $C_1$ - $C_6$  alkyl;  $R^6$  is hydroxy or amino;  $R^8$  is phenyl substituted by 1 to 2  $R^3$  groups; and  $R^4$  and  $R^5$  are each independently selected from H and halo.

8. A compound according to claim 1 wherein said compound is selected from the group consisting of:

(4-Chloro-phenyl)-[2-methoxy-4-(5-methyl-thiophen-2-yl)-quinolin-6-yl]-(3-methyl-3H-imidazol-4-yl)-methanol;

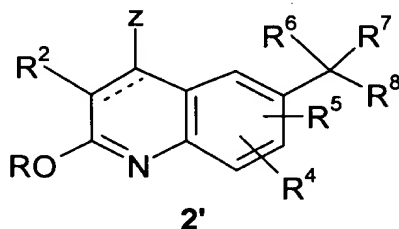
6-[(4-Chloro-phenyl)-hydroxy-(3-methyl-3H-imidazol-4-yl)-methyl]-1-methyl-4-(5-methyl-thiophen-2-yl)-1H-quinolin-2-one;

6-[Amino-(4-chloro-phenyl)-(3-methyl-3H-imidazol-4-yl)-methyl]-1-methyl-4-(5-methyl-thiophen-2-yl)-1H-quinolin-2-one;

6-[(4-Chloro-phenyl)-hydroxy-(3-methyl-3H-imidazol-4-yl)-methyl]-4-(5-chloro-thiophen-2-yl)-1-methyl-1H-quinolin-2-one;

and the pharmaceutically acceptable salts, solvates and prodrugs of the foregoing compounds.

9. A method of preparing a compound of formula 1 according to claim 1, wherein  $R^1$  of formula 1 is H, which comprises hydrolysing a compound of formula 2'



wherein R is  $C_1$ - $C_6$  alkyl and Z,  $R^2$ ,  $R^4$ ,  $R^5$ ,  $R^6$ ,  $R^7$  and  $R^8$  are as defined for formula 1 in claim 1.

10. A method of treating abnormal cell growth in a mammal in need of such treatment which comprises administering to said mammal a therapeutically effective amount of a compound according to claim 1.

11. A pharmaceutical composition for the treatment of abnormal cell growth in a mammal which comprises a therapeutically effective amount of a compound according to claim 1 and a pharmaceutically acceptable carrier.

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11. A pharmaceutical composition for the treatment of abnormal cell growth in a mammal which comprises a therapeutically effective amount of a compound according to claim 1 and a pharmaceutically acceptable carrier.